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Unsecured Creditors of Sears Holdings Corporation, et al.*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	Chapter 11
	:	
SEARS HOLDINGS CORPORATION, <i>et al.</i> ,	:	Case No. 18-23538 (RDD)
	:	
Debtors. ¹	:	(Jointly Administered)
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**JOINDER OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
TO (I) DEBTORS' SUPPLEMENTAL MOTION TO ENFORCE THE ASSET
PURCHASE AGREEMENT AND (II) DEBTORS' BRIEF IN OPPOSITION
TO TRANSFORM HOLDCO LLC'S ADVERSARY COMPLAINT AND
IN FURTHER SUPPORT OF DEBTORS' SUPPLEMENTAL
MOTION TO ENFORCE THE ASSET PURCHASE AGREEMENT**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc.(4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

The Official Committee of Unsecured Creditors (the “Creditors’ Committee”) of Sears Holdings Corporation and its affiliated debtors and debtors in possession (collectively, the “Debtors”), by and through undersigned counsel, hereby submits this joinder (the “Joinder”) to (I) the *Debtors’ Supplemental Motion To Enforce The Asset Purchase Agreement* [ECF No. 4029] (the “Debtors’ Motion”) and (II) the *Debtors’ Brief In Opposition To Transform Holdco LLC’s Adversary Complaint And In Further Support of Debtors’ Supplemental Motion To Enforce The Asset Purchase Agreement* [ECF No. 4430] (the “Debtors’ Brief”).² In support of this Joinder, the Creditors’ Committee respectfully states as follows.

1. By the Debtors’ Motion and the Debtors’ Brief, the Debtors seek entry of an order (i) compelling Transform Holdco LLC (“Transform”) to perform its obligations under Section 2.3 of the APA to assume up to \$166 million of Other Payables *and* all payment obligations with respect to Ordered Inventory; (ii) finding that the adjusted Prepaid Inventory Shortfall Amount is \$55,943,816; (iii) finding that the Aggregate DIP Shortfall Amount is \$243,249; (iv) finding that the Specified Receivables Shortfall Amount is \$0; (v) compelling Transform to immediately turn over \$8,000,547 in respect of outstanding February Rent Proration; (vi) compelling Transform to immediately turn over \$30,423,697 in Estate property being withheld in violation of the automatic stay; (vii) finding that Transform has no rights in respect of the 2017 EDA Funds; (viii) enjoining Transform from taking any further actions to (a) exercise control over the thirteen lots in the Hoffman Estates Development that Transform did not acquire under the APA, or (b) interfere with the Debtors’ use, enjoyment, or right to dispose of those thirteen lots; (ix) finding that Transform did not acquire the Adequate Assurance Deposit; (x) finding that Transform is responsible for

² Capitalized terms used herein but otherwise not defined shall have the meaning ascribed to such terms in the Debtors’ Motion or the Debtors’ Brief, as applicable.

paying, discharging or bonding Mechanics' Liens not related to Owned Real Property; and (xi) dismissing Transform's Adversary Complaint with prejudice. The Creditors' Committee agrees with the factual and legal bases for the relief requested in the Debtors' Motion and the Debtors' Brief and, therefore, submits this Joinder in support thereof.

2. The Creditors' Committee expressly reserves all rights with respect to the Debtors' Motion, the Debtors' Brief and the Adversary Complaint, including the right to amend or supplement this Joinder, submit additional briefing and be heard at any hearing or trial related to the Debtors' Motion, the Debtors' Brief or the Adversary Complaint. Nothing contained herein shall constitute a waiver of any of the rights or remedies of the Creditors' Committee, each of which is expressly reserved.

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WHEREFORE, for all of the foregoing reasons, the Creditors' Committee respectfully requests that this Court (i) grant the relief requested in the Debtors' Motion and the Debtors' Brief and (ii) grant such other relief as the Court deems just, proper and equitable.

New York, New York
Dated: July 3, 2019

AKIN GUMP STRAUSS HAUER & FELD LLP

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